ARTICLE I - NAME

This organization shall be known as the American Association for Respiratory Care, incorporated under the General Not-For-Profit Corporation Act of the State of Illinois, hereinafter referred to as the Association.

ARTICLE II - OBJECT

The AARC is the foremost professional association promoting respiratory therapists. The AARC advances professional excellence and science in the practice of respiratory therapy, serving the profession, patients, caregivers and the public.

SECTION 1. MISSION and VISION

The American Association for Respiratory Care, hereinafter referred to as Respiratory Care, promotes respiratory therapists. The AARC, shall be the following subclasses of Associate Members:

a. Life Member – Life Members shall be individuals who have rendered outstanding service to the Association as Active Members. Life Members shall have all the rights and privileges of active membership of the Association. Life Members shall be exempt from the payment of dues.

b. Honorary Members – Honorary Members shall be individuals who have rendered distinguished service to the field of respiratory care. Honorary Members shall have all the rights and privileges of Associate or Life Members of the Association. Honorary Members shall be exempt from the payment of dues.

c. General Members – General Members shall be individuals who have an interest in respiratory care and who do not qualify for Associate or Life membership. General Members shall have all the rights and privileges of Associate Membership in the Association.

d. The Association shall not commit any act or engage in any transaction that is inconsistent with the objectives of the Association.

ARTICLE III - MEMBERSHIP

SECTION 1. CLASSES

The membership of the Association shall include three classes: Active Member, Associate Member, and Special Member.

SECTION 2. ACTIVE MEMBER

An individual is eligible for Active Membership if he/she is employed in respiratory care but does not meet the requirements for Associate Membership and meets ONE of the following criteria: (1) is legally credentialled as a respiratory care professional if he/she is employed in a state or territory that maintains a legal credential for respiratory care professionals OR (2) is a graduate of an educational program in respiratory care accredited by an AARC-recognized agency OR (3) holds a credential recognized by the Association.

SECTION 3. ASSOCIATE MEMBER

Individuals will be classified as Associate Members if they hold a position related to respiratory care but do not meet the requirements to become Active Members. Associate Members shall have all the rights and privileges of membership except that they shall not be entitled to hold office, vote, or serve as a director, chair of any standing committee or specialty section of the Association.

SECTION 4. SPECIAL MEMBER

a. Life Member – Life Members shall be members who have rendered outstanding service to the Association as Active Members. Life Members shall have all the rights and privileges of active membership of the Association. Life Members shall be exempt from the payment of dues.

b. Honorary Members – Honorary Members shall be individuals who have rendered distinguished service to the field of respiratory care. Honorary Members shall have all the rights and privileges of Associate Membership of the Association. Honorary Members shall be exempt from the payment of dues.

c. General Members – General Members shall be individuals who have an interest in respiratory care and who do not qualify for other membership classifications. General Members shall have all the rights and privileges of Associate Membership in the Association.

SECTION 5. PREREQUISITES FOR MEMBERSHIP

Applicants for membership shall meet all the qualifications of the class of membership for which they apply. As a condition of membership, all Members shall be bound by the Articles of Incorporation, Bylaws, standing rules, code of ethics, and other rules, regulations, policies, and procedures adopted from time to time by the Association.

SECTION 6. APPLICATION FOR MEMBERSHIP

a. Applicants for membership shall submit their completed official application to the Executive Office of the Association.

b. The names, city and state of applicants accepted by the executive office shall be submitted for publication.

c. Any member or members may object to the approval of an applicant for membership by filing written objection with the Executive Office within 30 calendar days after publication of the applicant’s name. If an objection is received, the Executive Office shall promptly notify the President, Judicial Committee Chair, the applicant, and the Chartered Affiliates-President. Whenever there is an objection, the Judicial Committee shall reevaluate the application and make a decision regarding admission.
SECTION 7. SPECIALTY SECTIONS

a. Specialty Sections representing particular areas of interest within respiratory care shall be made available to Active, Associate, and Special Members of the Association. The purpose, organization and responsibilities of Specialty Sections shall be defined in the policies and procedures of the Association. A seat on the Board of Directors will be granted to those Specialty Sections with a minimum of 1000 active members, limited to six seats total as defined in the policies and procedures of the Association.

b. The active members of each Specialty Section shall elect a Chair-elect every third year. Elections shall be staggered such that a maximum of one third (1/3) of section chairs-elect shall be elected each year.

SECTION 8. PAYMENT OF DUES

Each member of the Association, except Life Members and Honorary Members, shall pay dues in such amounts and in such manner as may be established annually by the Board of Directors.

SECTION 9. ETHICS

If the conduct of any member shall appear to be in violation of the Articles of Incorporation, Bylaws, standing rules, code of ethics, or other regulations, policies, or procedures adopted by the Association, or shall appear to be prejudicial to the Association’s interests, such members may be reprimanded, suspended, expelled, or have their membership status reclassified in accordance with the procedures set forth in the Association’s policies and procedures.

ARTICLE IV - OFFICERS

SECTION 1. OFFICERS

a. The Officers of the Association shall consist of: the President, Immediate Past President, Vice President for Internal Affairs, Vice President for External Affairs, Secretary-Treasurer, and in alternate years President-elect, and shall be elected in accordance with the provisions of Article XII, Section 2 (b).

b. Officers of the Association shall not concurrently be officers, board members, or staff of the national respiratory care credentialing, accreditation bodies, or chartered affiliates.

SECTION 2. TERM OF OFFICE

a. The term of office for the President-elect shall be one (1) year. The term of office for the President, Immediate Past President, Vice President for Internal Affairs, Vice President for External Affairs, and Secretary-Treasurer shall be two (2) years. The term shall begin immediately following the Annual Business Meeting.

b. The President-elect shall complete immediate successive full terms for the offices of President-elect, President, and Immediate Past President before being eligible to serve a successive term in any elected office.

c. Any vacancy in the office of either Vice President for Internal Affairs or Section Chairs serving as Directors shall be filled by the appointment of a qualified individual by the Board of Directors.

d. Any vacancy in the office of any other elected office shall be filled by the appointment of a qualified individual by the Board of Directors.

e. Individuals so appointed shall serve until the next scheduled election for that office.

f. If the President-elect is unable or unwilling to serve, the term of office of the President-elect shall begin immediately following the Annual Business Meeting and shall continue for the remainder of the term.

SECTION 3. VACANCIES IN OFFICE

a. In the event of a vacancy in the office of President, the Immediate Past President shall assume the duties but not the office of President until a special election can be held to fill the office.

b. In the event of a vacancy in the office of President-elect due to resignation or inability to perform duties, the Vice President for Internal Affairs shall assume the duties, but not the office, of the President-elect and shall continue to serve as Vice President for Internal Affairs until a special election is held to fill the office of President-elect.

c. Any vacancy in the office of either Vice President for Internal Affairs or Section Chairs serving as Directors shall be filled by the appointment of a qualified individual by the Board of Directors.

d. Any vacancy in the office of any other elected office shall be filled by the appointment of a qualified individual by the Board of Directors.

e. Individuals so appointed shall serve until the next scheduled election for that office.

f. If the President-elect is unable or unwilling to serve, the term of office of the President-elect shall begin immediately following the Annual Business Meeting and shall continue for the remainder of the term.

g. If the President is unable or unwilling to serve, the term of office of the President shall begin immediately following the Annual Business Meeting and shall continue for the remainder of the term.

h. If the Immediate Past President is unable or unwilling to serve, the term of office of the Immediate Past President shall begin immediately following the Annual Business Meeting and shall continue for the remainder of the term.

i. If the Vice President for Internal Affairs is unable or unwilling to serve, the term of office of the Vice President for Internal Affairs shall begin immediately following the Annual Business Meeting and shall continue for the remainder of the term.

j. If the Secretary-Treasurer is unable or unwilling to serve, the term of office of the Secretary-Treasurer shall begin immediately following the Annual Business Meeting and shall continue for the remainder of the term.

k. If the President-elect is unable or unwilling to serve, the term of office of the President-elect shall begin immediately following the Annual Business Meeting and shall continue for the remainder of the term.

l. If the President is unable or unwilling to serve, the term of office of the President shall begin immediately following the Annual Business Meeting and shall continue for the remainder of the term.

m. If the Immediate Past President is unable or unwilling to serve, the term of office of the Immediate Past President shall begin immediately following the Annual Business Meeting and shall continue for the remainder of the term.

n. If the Vice President for Internal Affairs is unable or unwilling to serve, the term of office of the Vice President for Internal Affairs shall begin immediately following the Annual Business Meeting and shall continue for the remainder of the term.

o. If the Secretary-Treasurer is unable or unwilling to serve, the term of office of the Secretary-Treasurer shall begin immediately following the Annual Business Meeting and shall continue for the remainder of the term.

p. If the President-elect is unable or unwilling to serve, the term of office of the President-elect shall begin immediately following the Annual Business Meeting and shall continue for the remainder of the term.

q. If the President is unable or unwilling to serve, the term of office of the President shall begin immediately following the Annual Business Meeting and shall continue for the remainder of the term.

r. If the Immediate Past President is unable or unwilling to serve, the term of office of the Immediate Past President shall begin immediately following the Annual Business Meeting and shall continue for the remainder of the term.

s. If the Vice President for Internal Affairs is unable or unwilling to serve, the term of office of the Vice President for Internal Affairs shall begin immediately following the Annual Business Meeting and shall continue for the remainder of the term.

t. If the Secretary-Treasurer is unable or unwilling to serve, the term of office of the Secretary-Treasurer shall begin immediately following the Annual Business Meeting and shall continue for the remainder of the term.

u. If the President-elect is unable or unwilling to serve, the term of office of the President-elect shall begin immediately following the Annual Business Meeting and shall continue for the remainder of the term.

v. If the President is unable or unwilling to serve, the term of office of the President shall begin immediately following the Annual Business Meeting and shall continue for the remainder of the term.

w. If the Immediate Past President is unable or unwilling to serve, the term of office of the Immediate Past President shall begin immediately following the Annual Business Meeting and shall continue for the remainder of the term.

x. If the Vice President for Internal Affairs is unable or unwilling to serve, the term of office of the Vice President for Internal Affairs shall begin immediately following the Annual Business Meeting and shall continue for the remainder of the term.

y. If the Secretary-Treasurer is unable or unwilling to serve, the term of office of the Secretary-Treasurer shall begin immediately following the Annual Business Meeting and shall continue for the remainder of the term.

z. If the President-elect is unable or unwilling to serve, the term of office of the President-elect shall begin immediately following the Annual Business Meeting and shall continue for the remainder of the term.
SECTION 2. PURPOSE

The House of Delegates shall serve as a representative body of the general membership and the representative body of the Chartered Affiliates of the Association. It shall participate in the establishment of the goals and objectives for the Association and participate in the governance of the Association.

SECTION 3. DUTIES

a. The House of Delegates shall adopt such rules, regulations, policies, and procedures with respect to the House as it may deem necessary or appropriate, and all Delegates shall be bound thereby.

b. The House Speaker may appoint members to the House Committees. In the event of vacancies occurring in any House Committee, the Speaker may appoint members to fill such vacancies.

c. Each Delegate shall:
   1. Attend all meetings of the House of Delegates and report the activities to the respective Chartered Affiliate.
   2. Attend the Annual Business Meeting of the Association as the representative of the Active Members of the Association within their respective Chartered Affiliate.
   3. Furnish the Elections Committee with the names of qualified members for nomination as Director-at-Large.
   4. At the direction of their respective Chartered Affiliate, present proposed amendments to the Bylaws Committee.
   5. Perform such other duties of office as may be necessary or required.

SECTION 4. MEETING

The House of Delegates shall meet preceding the Annual Business Meeting of the Association and at such other times as called by its Speaker or by the majority vote of the House of Delegates.

SECTION 5. ELECTION OF DELEGATES

a. The Delegation shall be elected by the Active Members of the Association within their respective Chartered Affiliates.

b. Only Active Members in good standing of the Association who are not on the Board of Directors of the Association shall be eligible to be members of a delegation.

c. The Chartered Affiliate shall have the power to declare any position of the Delegation vacant upon refusal, neglect or inability of any officer or director to perform their duties, or for any conduct deemed prejudicial to the Association. Written notice shall be given to the member that the office has been declared vacant.

SECTION 6. VOTE OF MEMBERSHIP

Whenever, in the judgment of the Board of Directors, it is necessary to present any business to the membership, prior to the next Annual Business Meeting, the Board of Directors may, unless otherwise required by these Bylaws, instruct the Elections Committee to conduct a vote of the membership. Such votes shall re-quire approval of a majority of the valid votes received within thirty (30) calendar days after date of such submission to the membership. The result of the vote shall control the action of the Association.

ARTICLE VI - ANNUAL BUSINESS MEETING

SECTION 1. DATE AND PLACE

a. The Association shall hold an Annual Business Meeting each calendar year.

b. The date and place of the Annual Business Meeting and additional meetings shall be decided in advance by the Board of Directors. In the event of a major emergency, the Board of Directors may cancel the scheduled meeting, set a new date and place if feasible, or conduct the business of the meeting by alternate means provided the material is distributed in the same words to the membership.

SECTION 2. PURPOSE

a. The Annual Business Meeting shall be for the purpose of receiving reports of officers and committees, the results of the election, and for other business brought by the President.

b. Additional business meetings shall be for the purpose of receiving reports and for other business brought by the President.

SECTION 3. NOTIFICATION

Written notice of the time and place of the Annual Business Meeting shall be sent to all members of the Association not less than five (5) nor more than forty (40) calendar days prior to the meeting. An agenda for the Annual Business Meeting shall be sent to all members not fewer than thirty (30) calendar days prior to the Annual Business Meeting.

ARTICLE VII - HOUSE OF DELEGATES

SECTION 1. COMPOSITION

a. The House of Delegates shall be composed of from one (1) to three (3) delegates from each Chartered Affiliate of the Association. They shall be hereinafter referred to as the Delegation.

b. A Speaker shall be elected by and from the House to chair House meetings. The House shall elect such other officers and be responsible for such organizational practices as it may otherwise require.

SECTION 6. VOTING

a. Each delegation shall have one (1) vote for each Active Member within their Chartered Affiliate as submitted by the Executive Office and certified by the House of Delegates Credentials Committee.

b. The House Speaker shall appoint the members of the House Credentials Committee from the House. This Committee shall certify the Delegation and number of votes each Delegation may cast.
SECTION 7. QUORUM
A majority of the credentialed Delegations shall constitute a quorum at any meeting of the House of Delegates.

ARTICLE VIII - BOARD OF MEDICAL ADVISORS

SECTION 1. COMPOSITION
The Board of Medical Advisors of the Association shall consist of no less than twelve (12) individual members. Representation shall be maintained from each member organization, as defined by the Association Board of Directors policy. Members of the Board of Medical Advisors shall not concurrently be members of national respiratory care credentialing or accreditation bodies. Appointees to the Board of Medical Advisors must be physicians who have an identifiable role in clinical, organizational, educational or investigative respiratory care. Members of the Board of Medical Advisors must be members of the Association during their term.

SECTION 2. TERM OF OFFICE
Each member shall be appointed by the sponsoring member organization in such a manner that no more than one-fourth of the members of the Board of Medical Advisors shall be replaced in any year. Any vacancy that occurs on the Board of Medical Advisors should be filled by appointment from the member organization. Terms shall commence immediately following the Annual Business Meeting.

SECTION 3. DUTIES
a. The Board of Medical Advisors shall elect their own officers and be responsible for such organizational policies and procedures as they may require.
b. The Board of Directors of the Association and all of its committees and specialty sections may consult with the Board of Medical Advisors in regard to medical issues. The Board of Medical Advisors shall assist the appropriate committees and specialty sections regarding medical and educational issues.
c. The Chair of the Board of Medical Advisors shall be a non-voting member of the Board of Directors.

SECTION 4. MEETINGS
An annual meeting of the Board of Medical Advisors shall be held at the time and place of the Annual Meeting of the Association.

ARTICLE IX - PRESIDENTS COUNCIL
a. The Presidents Council shall be composed of Past Presidents of the Association and individuals who have been elected to membership in the Council.
b. The Presidents Council shall serve as an advisory body to the Board of Directors and perform other duties assigned by the Board of Directors, including, but not limited to selection of the Jimmy A. Young Medalists, life membership, and honorary membership.
c. The Presidents Council shall elect a Chair from its membership to serve a one-year term beginning immediately following the Annual Business Meeting.
d. The Chair of the Presidents Council shall serve as a non-voting member of the Board of Directors and preside at meetings of the Presidents Council.
e. The Presidents Council shall meet annually following the Annual Business meeting of the Association.
f. The Presidents Council may appoint committees as necessary to complete its duties.
g. In the event of a vacancy in the Chair, the vacancy shall be filled according to the procedure defined by the Association. AARC President will appoint a Council member to serve the duration of the term.

ARTICLE X - CHARTERED AFFILIATES

SECTION 1. REQUIREMENTS
Twenty (20) or more Active members in good standing of the Association meeting the requirements for affiliation may become a Chartered Affiliate of the Association upon the affirmative recommendation of the Chartered Affiliates Committee and approval by the Board of Directors of the Association. Active Members of Chartered Affiliates must be Active Members of the Association. The minimum geographical boundaries of an applicant for a Chartered Affiliate of the Association shall encompass one or more entire states, territories, possessions, or protectorates of the United States. The District of Columbia shall be considered an entire state for this section.

SECTION 2. ADMISSION PROCEDURE
The formal application for a charter shall be sent to the Executive Office of the Association and shall consist of a list of officers, membership, minutes of the organizational meeting, the By-laws, and a letter requesting approval of the proposed medical advisor or advisors.

SECTION 3. MEDICAL ADVISOR
Each Chartered Affiliate shall have one (1) or more medical advisors whose name(s) shall be submitted to the Board of Medical Advisors.

SECTION 4. SUSPENSION OR REVOCATION OF A CHARTER
a. The Board of Directors of the Association may suspend or revoke the charter of any affiliate if due and sufficient cause or upon the failure of an affiliate to maintain a membership of at least twenty (20) Active Members in good standing of the Association.
b. Action for the suspension or revocation of the charter of any affiliate shall follow approved Association policy and procedure.

ARTICLE XI - INTERNATIONAL AFFILIATES

SECTION 1. REQUIREMENTS
Twenty (20) or more Foreign Members in good standing of the Association meeting the requirements for affiliation may become an International Affiliate of the Association upon the affirmative recommendation of the Chartered Affiliates Committee, and approval by the Board of Directors of the Association.

SECTION 2. INTERNATIONAL AFFILIATE ADMISSION PROCEDURE
The formal application for International Affiliate status shall be sent to the Executive Office of the Association and shall consist of a list of officers, membership, minutes of the organizational meeting, the By-laws, and a letter requesting approval of the proposed medical advisor or advisors.

SECTION 3. INTERNATIONAL AFFILIATE MEDICAL ADVISOR
Each International Affiliate shall have one (1) or more medical advisors whose name(s) shall be submitted to the Board of Medical Advisors.

SECTION 4. SUSPENSION OR REVOCATION OF INTERNATIONAL AFFILIATE STATUS
a. The Board of Directors of the Association may suspend or revoke the International Affiliate status with due and sufficient cause or upon the failure of an affiliate to maintain a membership of at least twenty (20) Foreign Members.
b. Action for the suspension or revocation of International Affiliate status shall follow approved Association policy and procedure.

ARTICLE XII - COMMITTEES

SECTION 1. STANDING COMMITTEES
a. The standing committees of the Association shall be: Bylaws, Elections, Executive, Finance, Judicial, Program and Strategic Planning. The Chair and members of the standing committees, not otherwise designated in these Bylaws or Association Policy and Procedure, shall be appointed by the President, subject to the approval of the Board of Directors. With the exception of the Elections and Bylaws Committees, committee terms shall be for two (2) years. The Chartered Affiliates Committee, as referred to in these Bylaws, shall be a standing committee of the House of Delegates.
b. Decisions of standing committees, except as specified in Article XII, Section 2 (a) (3), may be appealed to the Board of Directors. A two-thirds (2/3) vote of the Board of Directors shall be required to sustain an appeal.

SECTION 2. COMPOSITION AND DUTIES OF COMMITTEES
a. Bylaws Committee
1. The committee shall be composed of the Immediate Past President and four (4) additional Active Members of the Association and four (4) additional Active Members of the House of Delegates. The House elect members shall serve two year terms. These terms shall be staggered, with two (2) members being elected each year. The Chair shall be the senior House elect member, who, between the two senior members, received the greatest number of votes cast by the House.
2. Proposed amendments to the Bylaws may be originated by the Bylaws Committee or submitted to the Bylaws Committee only by the Board of Directors, House of Delegates, or Chartered Affiliates. The committee shall review the amendments proposed by any of the foregoing bodies and shall submit its recommendations to the Board. Upon receipt of such recommendations, the Board may, but shall not be obligated to, withdraw the proposed amendments from further consideration. Any proposed amendments not submitted by the Board or any proposed amendments which are originated by the Bylaws Committee shall be referred to the House of Delegates and the Board of Directors with the committee’s recommendations for same, at least sixty (60) calendar days prior to the date on which voting begins.

3. In the event of a division of opinion with the interpretation of the Bylaws, the question shall be referred to the Bylaws Committee. Either the Board of Directors or the House of Delegates may refer a Bylaws interpretation matter to the committee by a two-thirds (2/3) affirmative vote. The decision of the committee shall be final.

b. Elections Committee
1. The committee shall be composed of five (5) Active Members; three (3) elected by the House of Delegates, one (1) elected by the Board of Directors and the seated Past President. The Chair shall be selected by the House of Delegates.

2. The term of office for each member except the seated Past President shall be three (3) years. The election of the members shall be staggered, so that no more than 50% of the members are elected each year.

3. The committee shall screen candidates nominated for Director, Officer, and Specialty Section Chair-Elect positions. Nominations for at-Large Directors shall be submitted to the committee only by the House of Delegates. Nominations for Section Chair-elect shall be submitted to the committee only by members of that Specialty Section. Nominations for Officers shall be submitted to the committee only by the Board of Directors.

4. The Chair of the committee shall report the slate of nominees to the Board of Directors and House of Delegates no later than June 1. The final slate of candidates shall be submitted to the Board of Directors and the House of Delegates before submission to the general membership.

5. The committee shall be responsible for preparing, distributing, receiving, and verifying all ballots. At least sixty (60) days prior to the Annual Business Meeting, ballots setting forth the slate of candidates shall be made available to Active Members of the Association in good standing. Only Active Members of a Specialty Section may vote for the Chair-elect of the Specialty Section. Provisions shall be made on the ballot for write-in votes for each office to be filled. Voting will close no less than thirty (30) calendar days prior to the Annual Business Meeting. Ballots shall be counted no less than twenty-one (21) calendar days prior to the Annual Business Meeting. The deadline date and time shall be clearly indicated on the ballot.

6. Association elections shall be determined by a plurality of the votes cast. A tie vote shall be decided by lot.

c. Executive Committee
1. The Executive Committee of the Board of Directors shall be composed of the President, Immediate Past President, Vice President for Internal Affairs, Vice President for External Affairs, Secretary-Treasurer, and in alternate years, the President-Elect.

2. The Executive Committee shall have the power to act for the Board of Directors between meetings of the Board and such action shall be subject to ratification by the Board at its next meeting.

d. Finance Committee
1. The Finance Committee is composed of the Executive Committee of the Board of Directors and the House of Delegates Treasurer and Speaker-elect. The committee shall submit for approval the annual budget to the House of Delegates and the Board of Directors.

2. The Audit Subcommittee shall consist of the Speaker-elect, who shall be the chair, the House of Delegates Treasurer, and one member of the Executive Committee appointed by the President. The Secretary-Treasurer shall be a non-voting member. The subcommittee is responsible for monitoring the financial affairs of the Association in cooperation with external independent auditors.

e. Judicial Committee
1. The committee shall consist of not fewer than four (4) Active Members.

2. The committee shall review membership challenges, or complaints against any member charged with any violation of the Association’s Articles of Incorporation, Bylaws, standing rules, code of ethics, or other rules, regulations, policies, or procedures adopted, or for any conduct deemed detrimental to the Association. Such complaints must be filed with the Chair of the Judicial Committee. The committee shall conduct a review in accordance with established policies and procedures. Such policies and procedures shall be available to any member upon request.

3. If the committee determines in its sole discretion that the complaint warrants further action, a written statement of the charges shall be prepared with benefit of legal counsel if deemed advisable, and the matter shall be resolved according to the rules, regulations, policies, or other rules of the Association.

f. Program Committee
1. The committee shall consist of not fewer than four (4) Active Members.

2. The committee shall prepare the program for the Annual Business meeting and all other programs, as directed by the President.

g. Strategic Planning Committee
1. The committee shall consist of not fewer than five (5) members. The chair shall be the Immediate Past President.

2. The committee shall make recommendations to the Board of Directors about the direction of the Association and the profession of Respiratory Care.